

**AFFINITY NETWORK INCORPORATED**

d/b/a HorizonOne Communications

d/b/a QuantumLink Communications

d/b/a VoIP Communications

d/b/a Optic Communications

P.S.C. Ky. No. 3

Seventy Third Revised Page 2

Cancels Seventy Second Revised Page 2

**CHECK SHEET**

The Title Page and Pages 1 to 121, inclusive, of this tariff are effective as of the date shown. Original and revised pages, as named below, contain all changes from the original tariff that are in effect on the date thereon, except as otherwise noted.

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| 1      | Seventh Revised        | 18.1   | Fifth Revised          | 29.8   | Fourth Revised        |
| 2      | Seventy Third Revised* | 18.2   | Third Revised          | 29.9   | Fourth Revised        |
| 2.1    | Thirty Fourth Revised* | 19     | Sixth Revised          | 29.10  | Fourth Revised        |
| 3      | Third Revised          | 19.1   | Third Revised          | 29.11  | Fourth Revised        |
| 4      | Eighth Revised         | 19.2   | Third Revised          | 29.12  | Fourth Revised        |
| 5      | Fifth Revised          | 19.3   | Third Revised          | 29.13  | Third Revised         |
| 6      | Fifth Revised          | 19.4   | Third Revised          | 29.14  | Third Revised         |
| 7      | Fourth Revised         | 19.5   | Third Revised          | 29.15  | Third Revised         |
| 8      | Second Revised         | 19.6   | Third Revised          | 29.16  | Second Revised        |
| 9      | Second Revised         | 20     | Second Revised         | 30     | Thirty Fifth Revised* |
| 10     | Second Revised         | 21     | Third Revised          | 31     | Tenth Revised         |
| 11     | Second Revised         | 21.1   | Forty Seventh Revised* | 32     | Eighth Revised        |
| 12     | Third Revised          | 21.2   | Third Revised          | 33     | Eleventh Revised      |
| 13     | Third Revised          | 21.3   | Second Revised         | 33.1   | Twelfth Revised       |
| 14     | Third Revised          | 21.4   | Second Revised         | 33.2   | Third Revised         |
| 15     | Third Revised          | 22     | Fourth Revised         | 34     | Sixth Revised         |
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| 15.7   | Second Revised         | 27.1.1 | Third Revised          | 39.2   | Second Revised        |
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| 15.7.2 | Second Revised         | 27.2.1 | Tenth Revised          | 39.4   | Second Revised        |
| 15.8   | Third Revised          | 27.3   | Fifth Revised          | 39.5   | Second Revised        |
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| 16     | Second Revised         | 27.4.1 | Second Revised         | 40.1   | Second Revised        |
| 17     | Fourth Revised         | 27.5   | Third Revised          | 41     | Fourth Revised        |
| 17.1   | Third Revised          | 28     | Second Revised         | 42     | Fifth Revised         |
| 18     | Sixth Revised          | 29     | Ninth Revised          | 42.1   | Second Revised        |
| 18.0   | Second Revised         | 29.1   | Fifth Revised          | 43     | Eleventh Revised      |
| 18.0.1 | Second Revised         | 29.1.1 | Second Revised         | 44     | Seventh Revised       |
| 18.0.2 | Second Revised         | 29.2   | Third Revised          | 45     | Thirteenth Revised    |
| 18.0.3 | Second Revised         | 29.3   | Third Revised          | 45.1   | Third Revised         |
| 18.0.4 | Second Revised         | 29.4   | Third Revised          | 45.1.1 | Second Revised        |
| 18.0.5 | Second Revised         | 29.5   | Fourth Revised         | 45.2   | Second Revised        |
| 18.0.6 | Second Revised         | 29.6   | Fourth Revised         | 46     | Forty Fourth Revised* |
| 18.0.7 | Second Revised         | 29.7   | Fourth Revised         | 47     | Fifth Revised         |
| 18.0.8 | Second Revised         | 29.7.1 | Third Revised          | 48     | Third Revised         |
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**AFFINITY NETWORK INCORPORATED**

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d/b/a QuantumLink Communications

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P.S.C. Ky. No. 3

Thirty Fourth Revised Page 2.1

Cancels Thirty Third Revised Page 2.1

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**SECTION 3 - EXPLANATION OF RATES (Cont'd)****3.5 Freedom Plans**

Subject to Section 6.1 following, carrier offers services under its Freedom Plan 2000 and Freedom Plan for Business Users (collectively, the "Freedom Plans") based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category I for the Cairo 2 Rate Plan contains Carrier's lowest offered rates and Rate Category XI for the Basic Q Rate Plan contains Carrier's top rates.

Table 1

| Rate Plan | Rate Category |
|-----------|---------------|
| Basic Q   | XI            |
| Classic Q | X             |
| Classic 2 | IX            |
| Classic 1 | VIII          |
| Universal | VII           |
| Prime 2   | VI            |
| Prime 1   | V             |
| Super 1   | IV            |
| Super 2   | III           |
| Cairo 1   | II            |
| Cairo 2   | I             |

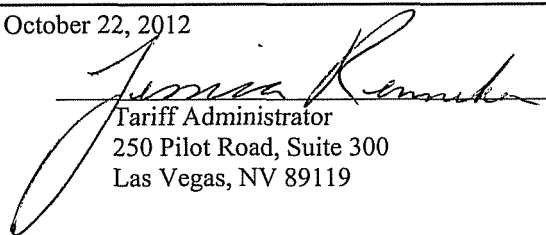
**3.5.1** Any Rate Category I-IX customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

**3.5.2** Any Rate Category X customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category XI, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

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**SECTION 6**  
**PROMOTIONS, SPECIAL SERVICE OFFERINGS AND TELECOMPETITIVE SERVICE**  
**OFFERINGS**

**6.8 Freedom Plan Plus (FPP)**

Customers who qualify as either a "winback" or "save" under Telecompetitive Service Offerings ("TSO's"), and who Company determines that but for the availability of an alternative rate plan structure, Company would not be able to retain ("save"), or will not be able to winback a prior customer already having switched its services to another carrier ("winback"), may be offered Freedom Plan Plus. The Freedom Plan Plus telecompetitive service offering, whenever added to a customers calling plan, is limited in duration to six consecutive invoices once initiated.

Freedom Plan Plus customers' accounts are subject to ninety-six (96) second Minimum Call Units (MCU's) and Incremental Call Units (ICU's), with rounding to the next full ninety-six (96) second increment thereafter, unless subject to other rounding methodology under a telecompetitive service offer. However, Customers under Freedom Plan Plus receive a waiver of Equivalent Call Units (ECU's). That is, Customers under Freedom Plan Plus are charged, on a per-call basis, for the duration of a call only.

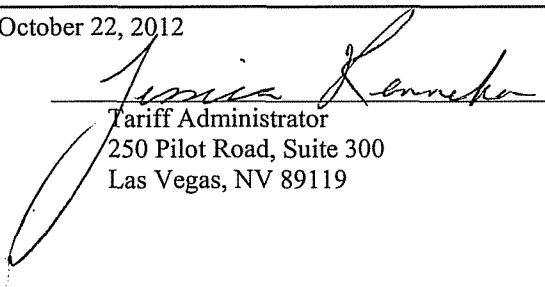
All conditions applicable to Freedom Plan customers must be satisfied in order for a customer to qualify for Freedom Plan Plus. A Customer under Freedom Plan Plus shall be billed at Freedom Plan Rates for Freedom Plan Services, as determined by the Customer's applicable Freedom Plan Rate Category. However, Freedom Plan Plus Customers' accounts must have an applicable Freedom Plan Rate Category which corresponds to a call unit rate of \$0.109 or higher. Freedom Plan customers who select Freedom Plan Plus, whose accounts are subject to a Freedom Plan Rate Category which corresponds to a lower call unit rate than \$0.109 will have their Rate Category adjusted upward to a Rate Category corresponding to a call unit rate of \$0.109 or higher. The same promotions and incentives available to other Freedom Plan customers are available to Freedom Plan Plus customers, subject to the same qualifications and other requirements applicable to other Freedom Plan customers for those promotions or incentives.

As of October 1, 2003, any Customer who has had the Freedom Plan Plus service offering active on their account for six or more consecutive invoices shall have this offering removed from their calling plan.

All Freedom Plan Plus customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories or to the highest available rate category, whichever is lower, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (I) | (I)

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**9.0 - HorizonOne Communications Plan (Cont'd)****9.1 HorizonOne Communications Plan (Cont'd)**

- 9.1.8** Carrier offers services under this Section 9 based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category I for the Cairo 2 Rate Plan contains Carrier's lowest offered rates and Rate Category XI for the Basic Q Rate Plan contains Carrier's top rates.

Table 1

| Rate Plan | Rate Category |
|-----------|---------------|
| Basic Q   | XI            |
| Classic Q | X             |
| Classic 2 | IX            |
| Classic 1 | VIII          |
| Universal | VII           |
| Prime 2   | VI            |
| Prime 1   | V             |
| Super 1   | IV            |
| Super 2   | III           |
| Cairo 1   | II            |
| Cairo 2   | I             |

- 9.1.8.1** Any Rate Category I-IX customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

- 9.1.8.2** Any Rate Category X customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category XI, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

- 9.1.8.3** Reserved for Future Use.

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**10.0 - QUANTUMLINK COMMUNICATIONS PLAN (Cont'd)****10.2 QuantumLink Communications Service Plans (Cont'd)**

- 10.2.3** Carrier offers service based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category 1 for the QLC XI Rate Plan contains Carrier's lowest offered rates and Rate Category 11 for the QLC I Rate Plan containing Carrier's top rates.

Table 1

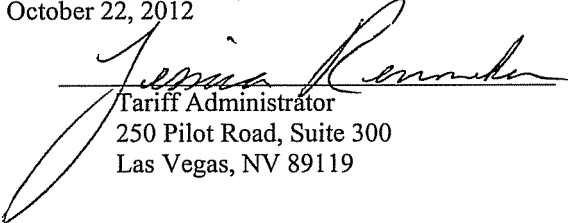
| Rate Plan | Rate Category |
|-----------|---------------|
| QLC I     | 11            |
| QLC II    | 10            |
| QLC III   | 9             |
| QLC IV    | 8             |
| QLC V     | 7             |
| QLC VI    | 6             |
| QLC VII   | 5             |
| QLC VIII  | 4             |
| QLC IX    | 3             |
| QLC X     | 2             |
| QLC XI    | 1             |

- 10.2.3.1** Any Rate Category 1-9 customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)
- 10.2.3.2** Any Rate Category 10 customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category 11, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

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**11.0 - VOIP COMMUNICATIONS PLAN****11.1 VOIP COMMUNICATIONS - DESCRIPTION OF SERVICES****11.1.1 Services & Rates**

The Company's VOIP Communications' service plan offers switched outbound and inbound service to business subscribers. All services under this Section are offered pursuant to the provisions of Sections 1 through 4 preceding and in conjunction with the Company's interstate services. All rate categories require varying minimum monthly usage. All calls under this plan are subject to an eighteen (18) second minimum and billed in six (6) second increments. Carrier offers services under this tariff based on the Rate Plans and Rate Categories as specified in Table 1.

Table 1

| Rate Category | Rate Plan | Call Unit Rate | 18 Second Minimum Call Unit or Fraction | 6 Second Incremental Call Unit or Fraction | Required Minimum Monthly Intrastate Usage |
|---------------|-----------|----------------|---|--|---|
| VI            | VOIP 6    | \$0.079        | \$0.0237                                | \$0.0079                                   | \$0.00                                    |
| V             | VOIP 5    | \$0.069        | \$0.0207                                | \$0.0069                                   | \$25.00                                   |
| IV            | VOIP 4    | \$0.059        | \$0.0177                                | \$0.0059                                   | \$50.00                                   |
| III           | VOIP 3    | \$0.049        | \$0.0147                                | \$0.0049                                   | \$100.00                                  |
| II            | VOIP 2    | \$0.039        | \$0.0117                                | \$0.0039                                   | \$125.00                                  |
| I             | VOIP 1    | \$0.029        | \$0.087                                 | \$0.0029                                   | \$150.00                                  |

- A. Any Rate Category I-IV customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)
- B. Any Rate Category V customers in service on or before July 15, 2012, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category VI, effective for all calls on or after October 23, 2012, that are reflected on invoices rendered on or after November 15, 2012. (C/I)

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